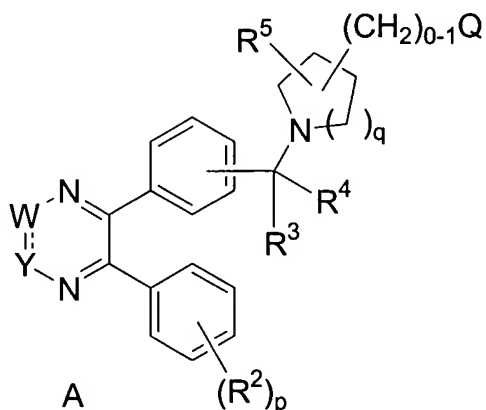


AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims

1. (original) A compound of the Formula A:



wherein:

$W \equiv Y$ is selected from $CR^1=N$, $N=CR^1$, $\overset{O}{\parallel}C-NR^{1'}$ or $R^{1'}N-\overset{O}{\parallel}C$;

a is 0 or 1; b is 0 or 1; m is 0, 1 or 2; p is 0, 1 or 2; q is 0, 1, 2 or 3; r is 0 or 1; s is 0 or 1; t is 2, 3, 4, 5 or 6;

Q is selected from: H, $-NR^6R^7$, aryl and heterocyclyl, said aryl and heterocyclyl which is optionally substituted with one to three R^Z ;

R^1 is independently selected from: 1) H, 2) $(C=O)_aO_bC_1-C_{10}$ alkyl, 3) $(C=O)_aO_b$ aryl, 4) C_2-C_{10} alkenyl, 5) C_2-C_{10} alkynyl, 6) $(C=O)_aO_b$ heterocyclyl, 7) $(C=O)_aO_bC_3-C_8$ cycloalkyl, 8) CO_2H , 9) halo, 10) CN, 11) OH, 12) $O_bC_1-C_6$ perfluoroalkyl, 13) $O_a(C=O)_bNR^6R^7$, 14) $NR^c(C=O)NR^6R^7$, 15) $S(O)_mR^a$, 16) $S(O)_2NR^6R^7$, 17) $NR^cS(O)_mR^a$, 18) oxo, 19) CHO, 20) NO_2 , 21) $NR^c(C=O)O_bR^a$, 22) $O(C=O)O_bC_1-C_{10}$ alkyl, 23) $O(C=O)O_bC_3-C_8$ cycloalkyl, 24) $O(C=O)O_b$ aryl, 25) $O(C=O)O_b$ -heterocycle, and 26) $O_a-P=O(OH)_2$, said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^Z ;

$R^{1'}$ is independently selected from: 1) H, 2) $(C=O)_aO_bC_1-C_{10}$ alkyl, 3) $(C=O)_aO_b$ aryl, 4) C_2-C_{10} alkenyl, 5) C_2-C_{10} alkynyl, 6) $(C=O)_aO_b$ heterocyclyl, 7) $(C=O)_aO_bC_3-C_8$ cycloalkyl, 8) CO_2H , 9) halo, 10) CN, 11) OH, 12) $O_bC_1-C_6$ perfluoroalkyl, 13) $O_a(C=O)_bNR^6R^7$, 14) $S(O)_mR^a$, 15)

$S(O)_2NR^6R^7$, 16) oxo, 17) CHO, 18) $O(C=O)O_bC_1-C_{10}$ alkyl, 19) $O(C=O)O_bC_3-C_8$ cycloalkyl, 20) $O(C=O)O_b$ aryl, 21) $O(C=O)O_b$ -heterocycle, and 22) $O_a-P=O(OH)_2$, said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^Z ;

R^2 is independently selected from: 1) $(C=O)_aO_bC_1-C_{10}$ alkyl, 2) $(C=O)_aO_b$ aryl, 3) C_2-C_{10} alkenyl, 4) C_2-C_{10} alkynyl, 5) $(C=O)_aO_b$ heterocyclyl, 6) $(C=O)_aO_bC_3-C_8$ cycloalkyl, 7) CO_2H , 8) halo, 9) CN, 10) OH, 11) $O_bC_1-C_6$ perfluoroalkyl, 12) $O_a(C=O)_bNR^6R^7$, 13) $NR^c(C=O)NR^6R^7$, 14) $S(O)_mR^a$, 15) $S(O)_2NR^6R^7$, 16) $NR^cS(O)_mR^a$, 17) CHO, 18) NO_2 , 19) $NR^c(C=O)O_bR^a$, 20) $O(C=O)O_bC_1-C_{10}$ alkyl, 21) $O(C=O)O_bC_3-C_8$ cycloalkyl, 22) $O(C=O)O_b$ aryl, 23) $O(C=O)O_b$ -heterocycle, and 24) $O_a-P=O(OH)_2$, said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^Z ;

R^3 and R^4 are independently selected from: H, C_1-C_6 -alkyl and C_1-C_6 -perfluoroalkyl, or

R^3 and R^4 are combined to form $-(CH_2)_t-$ wherein one of the carbon atoms is optionally replaced by a moiety selected from O, $S(O)_m$, $-N(R^b)C(O)-$, and $-N(COR^a)-$;

R^5 is independently selected from: 1) H, 2) $(C=O)_aO_bC_1-C_{10}$ alkyl, 3) $(C=O)_aO_b$ aryl, 4) C_2-C_{10} alkenyl, 5) C_2-C_{10} alkynyl, 6) $(C=O)_aO_b$ heterocyclyl, 7) $(C=O)_aO_bC_3-C_8$ cycloalkyl, 8) CO_2H , 9) halo, 10) CN, 11) OH, 12) $O_bC_1-C_6$ perfluoroalkyl, 13) $O_a(C=O)_bNR^6R^7$, 14) $NR^c(C=O)NR^6R^7$, 15) $S(O)_mR^a$, 16) $S(O)_2NR^6R^7$, 17) $NR^cS(O)_mR^a$, 18) oxo, 19) CHO, 20) NO_2 , 21) $O(C=O)O_bC_1-C_{10}$ alkyl, 22) $O(C=O)O_bC_3-C_8$ cycloalkyl, and 23) $O_a-P=O(OH)_2$, said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^Z ;

R^6 and R^7 are independently selected from: 1) H, 2) $(C=O)O_bR^a$, 3) C_1-C_{10} alkyl, 4) aryl, 5) C_2-C_{10} alkenyl, 6) C_2-C_{10} alkynyl, 7) heterocyclyl, 8) C_3-C_8 cycloalkyl, 9) SO_2R^a , 10) $(C=O)NR^b$, 11) OH, and 12) $O_a-P=O(OH)_2$, said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^Z , or

R^6 and R^7 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or more additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^Z ;

R^Z is selected from: 1) (C=O)_rO_s(C₁-C₁₀)alkyl, 2) O_r(C₁-C₃)perfluoroalkyl, 3) (C₀-C₆)alkylene-S(O)_mR^a, 4) oxo, 5) OH, 6) halo, 7) CN, 8) (C=O)_rO_s(C₂-C₁₀)alkenyl, 9) (C=O)_rO_s(C₂-C₁₀)alkynyl, 10) (C=O)_rO_s(C₃-C₆)cycloalkyl, 11) (C=O)_rO_s(C₀-C₆)alkylene-aryl, 12) (C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl, 13) (C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂, 14) C(O)R^a, 15) (C₀-C₆)alkylene-CO₂R^a, 16) C(O)H, 17) (C₀-C₆)alkylene-CO₂H, 18) C(O)N(R^b)₂, 19) S(O)_mR^a, 20) S(O)₂N(R^b)₂, 21) NR^c(C=O)O_bR^a, 22) O(C=O)O_bC₁-C₁₀ alkyl, 23) O(C=O)O_bC₃-C₈ cycloalkyl, 24) O(C=O)O_baryl, 25) O(C=O)O_b-heterocycle, and 26) O_a-P=O(OH)₂, said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, N(R^b)₂ and O_a-P=O(OH)₂;

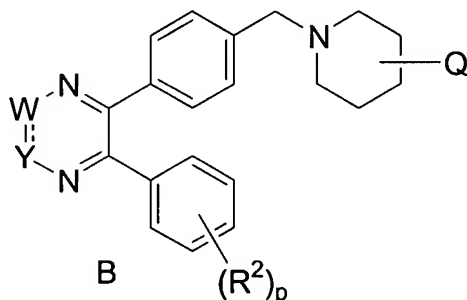
R^a is: substituted or unsubstituted (C₁-C₆)alkyl, substituted or unsubstituted (C₂-C₆)alkenyl, substituted or unsubstituted (C₂-C₆)alkynyl, substituted or unsubstituted (C₃-C₆)cycloalkyl, substituted or unsubstituted aryl, (C₁-C₆)perfluoroalkyl, 2,2,2-trifluoroethyl, or substituted or unsubstituted heterocyclyl; and

R^b is: H, (C₁-C₆)alkyl, substituted or unsubstituted aryl, substituted or unsubstituted benzyl, substituted or unsubstituted heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a;

R^c is selected from: 1) H, 2) C₁-C₁₀ alkyl, 3) aryl, 4) C₂-C₁₀ alkenyl, 5) C₂-C₁₀ alkynyl, 6) heterocyclyl, 7) C₃-C₈ cycloalkyl, and 8) C₁-C₆ perfluoroalkyl, said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^Z, or

or a pharmaceutically acceptable salt or a stereoisomer thereof.

2. (original) The compound according to Claim 1 of the Formula B:



wherein:

W=Y is selected from CR¹=N, N=CR¹;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

3. (original) The compound according to Claim 2 wherein:

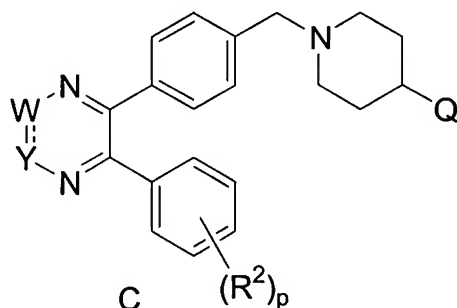
Q is selected from: $-NR^6R^7$, phenyl and heterocyclyl which are optionally substituted with one to three R^Z ;

R^a is: (C_1-C_6) alkyl, (C_3-C_6) cycloalkyl, aryl, or heterocyclyl; and

R^b is: H, (C_1-C_6) alkyl, aryl, heterocyclyl, (C_3-C_6) cycloalkyl, $(C=O)OC_1-C_6$ alkyl, $(C=O)C_1-C_6$ alkyl or $S(O)_2R^a$;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

4. (original) The compound according to Claim 3 of the Formula C:



wherein:

Q is heterocyclyl, said heterocyclyl optionally substituted with 1 to 3 R^Z ;

R^2 is independently selected from: 1) C_1-C_6 alkyl, 2) aryl, 3) heterocyclyl, 4) CO_2H , 5) halo, 6) CN, 7) OH, 8) $S(O)_2NR^6R^7$, and 9) $O_a-P=O(OH)_2$, said alkyl, aryl and heterocyclyl optionally substituted with one, two or three substituents selected from R^Z ;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

5. (original) A compound which is selected from:

1-(1-{4-[3-(1,3-oxazol-2-yl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-{1-[4-(6-phenyl-3-pyrimidin-2-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[3-(1H-imidazol-2-yl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[3-(1-methyl-1H-pyrazol-5-yl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[6-phenyl-3-(1H-pyrazol-5-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[6-phenyl-3-(1H-pyrazol-5-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[3-(1-methyl-1H-pyrazol-4-yl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[3-(1-methyl-1H-imidazol-2-yl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-{1-[4-(6-phenyl-3-tetrahydrofuran-3-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-{1-[4-(6-phenyl-3-tetrahydrofuran-2-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-{1-[4-(6-phenyl-3-thien-2-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[3-(4-methylmorpholin-3-yl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[3-(1-acetylazetid-3-yl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-{1-[4-(6-phenyl-3-pyridin-2-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-{1-[4-(6-phenyl-3-pyridin-3-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-{1-[4-(6-phenyl-3-pyridin-4-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[3-(morpholin-4-ylmethyl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[6-phenyl-3-(1,3-thiazol-2-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[6-phenyl-3-(1,3-thiazol-5-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[6-phenyl-3-(1H-1,2,3-triazol-5-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[6-phenyl-3-(1,3-thiazol-4-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[3-(1,1'-biphenyl-4-yl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;
1-{1-[4-(2-methyl-3-oxo-6-phenyl-2,3-dihydro-1,2,4-triazin-5-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;
1-{1-[4-(2-methyl-3-oxo-5-phenyl-2,3-dihydro-1,2,4-triazin-6-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one; and
1-(1-{4-[3-(methylthio)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

6. (original) The TFA salt of a compound according to Claim 1 which is:

1-(1-{4-[3-(1,3-oxazol-2-yl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;
1-{1-[4-(6-phenyl-3-pyrimidin-2-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;
1-(1-{4-[3-(1H-imidazol-2-yl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;
1-(1-{4-[3-(1-methyl-1H-pyrazol-5-yl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;
1-(1-{4-[6-phenyl-3-(1H-pyrazol-5-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;
1-(1-{4-[6-phenyl-3-(1H-pyrazol-5-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;
1-(1-{4-[3-(1-methyl-1H-pyrazol-4-yl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;
1-(1-{4-[3-(1-methyl-1H-imidazol-2-yl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;
1-{1-[4-(6-phenyl-3-tetrahydrofuran-3-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;
1-{1-[4-(6-phenyl-3-tetrahydrofuran-2-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;
1-{1-[4-(6-phenyl-3-thien-2-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[3-(4-methylmorpholin-3-yl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[3-(1-acetylazetidin-3-yl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-{1-[4-(6-phenyl-3-pyridin-2-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-{1-[4-(6-phenyl-3-pyridin-3-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-{1-[4-(6-phenyl-3-pyridin-4-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[3-(morpholin-4-ylmethyl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[6-phenyl-3-(1,3-thiazol-2-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[6-phenyl-3-(1,3-thiazol-5-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[6-phenyl-3-(1H-1,2,3-triazol-5-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[6-phenyl-3-(1,3-thiazol-4-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[3-(1,1'-biphenyl-4-yl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-{1-[4-(2-methyl-3-oxo-6-phenyl-2,3-dihydro-1,2,4-triazin-5-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-{1-[4-(2-methyl-3-oxo-5-phenyl-2,3-dihydro-1,2,4-triazin-6-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one; and

1-(1-{4-[3-(methylthio)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

or a stereoisomer thereof.

7. (original) A compound according to Claim 5 which is selected from:

1-{1-[4-(6-phenyl-3-pyrimidin-2-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[6-phenyl-3-(1H-1,2,3-triazol-5-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[6-phenyl-3-(1,3-thiazol-4-yl)-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one; and

1-(1-{4-[3-(1,1'-biphenyl-4-yl)-6-phenyl-1,2,4-triazin-5-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

8. (original) A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 1.

9. (original) A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 5.

10-15. (canceled).

16. (original) The composition of Claim 8 further comprising a second compound selected from: 1) an estrogen receptor modulator, 2) an androgen receptor modulator, 3) a retinoid receptor modulator, 4) a cytotoxic agent, 5) an antiproliferative agent, 6) a prenyl-protein transferase inhibitor, 7) an HMG-CoA reductase inhibitor, 8) an HIV protease inhibitor, 9) a reverse transcriptase inhibitor, 10) an angiogenesis inhibitor, 11) a PPAR- γ agonist, 12) a PPAR- δ agonist, 13) an inhibitor of cell proliferation and survival signaling, and 14) an agent that interferes with a cell cycle checkpoint.

17. (canceled).

20. (new) A method for treating breast cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 1.